

Bylaws of ~~The~~ Great Works Regional Land Trust

Article I

Name, Purpose, and Location

The name of the corporation is ~~the~~^[RL1] “Great Works Regional Land Trust.” The purpose shall be as specified in the ~~Restated~~^[RL2] Articles of Incorporation, a copy of which is annexed hereto. Its principal place of business shall be in the towns of Berwick, South Berwick, North Berwick, Wells, Eliot and Ogunquit, County of York, Maine. Said corporation shall carry on business and operate anywhere within the State of Maine or in any state where it has legal authority to carry on business and operate.

Article II

Membership

Section 1. Eligibility. Any person or entity, including any individual, family, trust, estate, partnership, association, company or corporation, that makes a contribution in cash or in kind at such levels that the board may from time to time establish, may become a member of the corporation.

Section 2. Membership. Membership will be recorded on the books of the corporation maintained by the ~~Treasurer~~^{Executive Director} for that purpose together with a record of the amounts of donations. Memberships are one calendar year in duration beginning on the month that the contribution is received by the corporation. Each membership shall be entitled to one vote and shall designate one voting member at meetings of the corporation.

Section 3. Duties and Privileges. Members in good standing are entitled to all of the duties, benefits, and privileges associated with their membership. Each member in good standing shall be entitled to one vote at meetings of the corporation which may be cast in person, ~~by a representative duly authorized by written proxy, or by a written proxy given to the Secretary not more than 30 days prior to the date of such meeting~~^[RL3]. Only members in good standing are entitled to vote at meetings of the corporation or to serve as officers.

Section 4. Termination of Membership. Membership of any member shall terminate no earlier than one calendar year from the month for which said member has made a contribution but shall be reinstated upon the making of a contribution for the current fiscal year.

Article III

Meetings of the Members of the Corporation

Section 1. Annual Meeting. The annual meeting of the members shall be held ~~within February~~^{the first four months} of each ~~calendar~~ year at a time and place determined by the Board of Directors or the President for the purpose of electing directors and transacting any other business which may properly come before the meeting. The annual meeting shall be held within one of the towns forming the Corporation’s principal place of business.

Section 2. Special Meetings. Special Meetings of the members may be called at any time by the President, by the Board of Directors, or by petition in writing signed by not fewer than 50 members of the corporation entitled to vote and filed with the Secretary. At such special meetings no business shall be transacted which is not specified in the notice of the meeting. Special meetings shall be held within one of the towns forming the Corporation's principal place of business.

Section 3. Voting. At any meeting of the members of the Corporation ~~except meetings called in accordance with Article IV, Section 4, Removal^[RL4], the total number of at least ten (10^[RL5])~~ members ~~and proxies~~ in attendance shall constitute a quorum for the transaction of business. Each membership shall have one vote.

Section 4. Notice. Not fewer than ten days prior to each meeting, notice shall be mailed ~~or emailed^[RL6]~~ to all members setting forth the date, time and place of such meeting and indicating the nature of the business to be transacted. It shall be the responsibility of each member to provide a current electronic mail and regular mail address to the Corporation.

~~**Section 5. Conference Call or Web Attendance.** Members may participate in a meeting of the members by means of conference telephone, web platform, or similar communications equipment whereby all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute the presence in person at such meeting. At the discretion^[TG7] of the Board of Directors, meetings of the members may be held by means of conference telephone, web platform, or similar remote communication equipment in lieu of, or in addition to, a physical location, in accordance with the requirements of 13-B M.R.S. § 602(1). All persons participating in the meeting must be able to communicate with each other via audio connections^[RHL8]. Participation in a meeting through remote communication shall constitute the presence in person at such meeting. This Article III, Section 5 shall be deemed adequate "guidelines and procedures" for the purposes of 13-B M.R.S. § 602(1).~~

Article IV

Board of Directors

Section 1. General Powers. The property, affairs and activities of the corporation shall be the responsibility of a Board of Directors consisting of at least seven but not more than twenty-one persons ~~as may be initially^[RL9] determined by the incorporators.~~ The Board of Directors shall have and may exercise all the powers allowed to non-profit corporations under the laws of the State of Maine, except as may be otherwise limited by the provisions of these Bylaws and the Restated Articles of Incorporation.

Section 2. Election. The Board of Directors shall be elected at the annual meeting of the corporation by the members and each director shall serve for the term of three years or until a successor is elected and qualified. To^[RL10] the greatest extent practicable, Eeach of the six (6) towns will be represented by at least one Board member.

Section 3. Vacancies. In case of a vacancy, the remaining directors may elect a successor for the remainder of the vacant term.

Section 4. Removal^[RL11]. ~~At a special meeting of members called expressly for that purpose, the entire Board of Directors or any individual director may be removed, with cause, by a vote of two-thirds majority of the members present and voting. Prior to the vote, it shall be confirmed that a quorum of 10% of the total membership in good standing is present in person or by proxy. A Director or Officer may be removed if they have committed or engaged in any act or omission or practice which, in the sole discretion of the Board of Directors, has been or would be detrimental to the best interests of the Corporation. Said removal shall occur at any meeting of the Board of Directors, and upon a two-thirds (2/3) vote of those disinterested Directors present in~~

person. The Director or Officer considered for removal shall be given at least five days written notice of the proposed removal, as well as an opportunity to be present and to be heard at said meeting. An Officer may be removed from only his/her/their Officer position, or from both the Officer position and the Board.

Section 5. Call and Notice. The Board of Directors shall meet on call by the President or on written request filed with the Secretary by six or more directors. The Secretary shall give reasonable notice by mail or email to each director of the time, place and date for each meeting. It shall be the responsibility of each director to provide a current electronic mail and regular mail address to the Corporation.

Section 6. Meetings.

A. General. The Board of Directors shall meet at least four times per year. The annual meeting of directors shall be held at the same place and date of the annual meeting of members and shall constitute one of the four required meetings. Meetings of the Board of Directors shall be held within one of the towns forming the Corporation's principal place of business unless a specific circumstance exists, such as an all-day meeting or the need for a suitable conference room with adequate communications equipment to allow virtual attendance. Meetings of the Board of the Directors shall not be open to the public or to Members, although the Board may choose, in its sole discretion, to invite Members or other guests to all or portions of such meetings. Minutes of meetings of the Directors shall not be available to the public, although the Board may choose, in its sole discretion, to share all or portions of minutes with specific third parties or with the public. Minutes of meetings of the Directors shall be shared with Members, upon request, although Members may be required to maintain the confidentiality of such minutes.

B. Executive Session. At any meeting of the Board of Directors, the President may enter the meeting into Executive Session at which only Directors and, at the discretion of the President, certain employees or other individuals shall be present. An Executive Session may be called for discussion of sensitive or confidential issues such as personnel, legal matters, or transaction negotiations. Results of said Executive Session shall, without violation of confidentiality and as appropriate, be recorded in the general minutes of the meeting. The Secretary or his/her/their designee may keep notes of the Executive Session, but such notes shall be separate from the minutes and shall be treated as confidential by the participants in the Executive Session.

C. Conference Call or Web Attendance Directors may participate in a meeting of the Board of Directors by means of conference telephone, web platform, or similar communications equipment whereby all persons participating in the meeting can hear each other, and such participation in a meeting pursuant to this subsection shall constitute the presence in person at such meeting.

Section 7. Quorum and Voting. A quorum for the conduct of normal business shall consist of six a|RL12| majority of the current voting|TG13| directors. Unless otherwise specified in these Bylaws, majority vote will prevail on all matters to be voted on by the current directors or their written proxies|RL14|. A concurring vote of more than at least|RL15| two thirds of the current Board of Directors must be obtained for the acceptance of important issues which are defined as: the acceptance of a conservation easement or fee simple acquisition|RL16|; any transfer subject to Article IX, Section 2, or any commitment or action involving more than \$25,000 of the corporation's fiscal assets or real estate.

Section 8. ~~Unanimous|RL17| Action by the Board of Directors Without a Meeting.~~ ~~Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors or of a committee of the Board of Directors, may be taken without a meeting if all of the directors or all of the members of a committee, as the case may be, sign written consents setting forth the action taken or to be taken, at any time before or after the~~

~~intended effective date of such action. Such consents shall be filed with the minutes of the directors meetings or committee meetings, as the case may be, and shall have the same effects as a unanimous vote. Alternatively, unanimous action by the Board of Directors without a meeting may be accomplished through a vote of the Board of Directors using e-mail in accordance with a documented policy approved by the Board of Directors.~~ **Board or Committee Action Without a Meeting.** Any action that might be taken at a meeting of the Board of Directors or of a committee may also be taken without a meeting if (a) all Directors or committee members are notified in writing of the proposed action, (b) at least three quarters (75%) of the total number of Directors or of the committee members send written consents to the action to be taken, at any time before or after the intended effective date of such action, and (c) the Secretary, committee chair, or his/her/their designee, receives no written objection to such action from a Director or committee member within forty-eight (48) hours of the notification to the Directors or committee members. Such notifications, consents, and objections shall be filed with the minutes of next Directors' meeting or committee meeting, and shall have the same effect as a meeting vote. For the purposes of this section, notifications, consents, and objections may be communicated by regular mail, personal delivery, fax, or electronic mail. The provisions of this Article IV Section 8 shall be deemed a custom of the Corporation known generally to its members.

Article V

Officers and Executive Director

Section 1. Officers. The officers of the corporation shall be President, Vice President, Secretary and Treasurer. All officers shall be directors and shall be elected by the Board of Directors at the first meeting following the annual meeting or whenever a vacancy occurs. Each officer shall serve a term of one year or until a successor is elected and qualified. The Board may from time to time appoint such other officers as it deems necessary.

A. The **President** shall preside at all meetings of the members of the Board of Directors. The President shall, with input from Directors, Staff and others, as appropriate, annually evaluate the performance of the Executive Director. With the direction of the Board, ~~they/he~~^{RL18}/~~she~~ shall do and perform such other duties from time to time as may be assigned to ~~them/him/her~~ by the Board of Directors. In the absence or inability of the President to perform any of the duties imposed upon ~~them/him/her~~, the Vice President, or in the Vice President's absence or inability, the Secretary, may exercise all of the powers of the President by order of the Board.

B. The **Vice President** shall work with and cooperate with the President in the exercise of the powers and duties of the President as the President may request from time to time and shall act in the place of and for the President in the event of the latter's absence.

C. The **Secretary** shall assure that the following records are kept by the organization: 1) a record of all the votes and proceedings of the Board; 2) records of the members meetings; and 3) a record of the members, showing their names and places of residence. ~~He/she/They shall have custody of the seal~~^{TG19} ~~of the corporation.~~ ~~He/she/They~~ shall perform such other duties as are incident to ~~their/his/her~~ office or that of a Clerk as required by the laws of Maine. ~~They/He/she~~ shall conduct all necessary correspondence. ~~He/she/They~~ shall also act in place of and for the President in the event that by reason of absence or inability both the President and Vice President are unable to perform their duties.

D. The **Treasurer** shall assure that correct and suitable books of account are kept by the organization. The Treasurer shall assure the organization's custody of all title, deeds, papers, securities, bank statements, passbooks, and other documents belonging to the

corporation. The Treasurer shall keep and account for all moneys, funds and properties of the corporation which shall come into ~~their~~^{his/her} hands, shall assure the collection of all contributions, and shall make a written report to the members at the annual meeting. ~~They~~^{He/she} shall assure the deposit of all moneys of the corporation in its name in banks or places of deposit selected by the Board of Directors. ~~The Treasurer,~~^{RG20}~~and such other officers as may be authorized by the Board of Directors from time to time shall sign all checks, drafts, notes and orders for the payment of money, and shall pay out and dispose of the same under direction of the Board of Directors.~~ The Board of Directors may require the Treasurer to give bond with sufficient securities for the faithful performance of these duties, in such amount as shall be fixed by the board.

~~Section~~^{RL21} ~~2. Removal. Any officer may be removed from office by an affirmative vote of a majority of the total Board of Directors. A second vote may or may not take place to remove that individual from the Board of Directors by an affirmative vote of a majority of the total Board of Directors.~~

Section 32. Executive Director (ED). The Board of Directors shall determine the staffing needs of the Corporation, and may select, evaluate, and terminate an Executive Director. The President shall be the ED's direct supervisor, unless otherwise specified by approval of the Board. The ED shall be an ex officio, non-voting member of the Board and shall not be subject to the election requirement of Article IV, Section 2. The ED shall supervise all paid staff and be responsible for the overall management of the property and affairs of the corporation and ensure the Board-approved budget is accomplished. The ED shall staff the organization based on the Board-approved annual budget, including the hiring, developing, evaluating, and if warranted, terminating the employment of employees of the corporation.

Article VI Committees

~~Section~~^{RL22} ~~1. Executive Committee. Those Directors who are Officers are designated as and shall constitute the Executive Committee of the Board of Directors. The Executive Committee shall have the authority to act on behalf of the Board of Directors only when time constraints require action before a special or regular board meeting can be convened. The Executive Committee may also be responsible for personnel issues, and for all other matters that do not fall to any other specified committee. Notwithstanding the foregoing, the Executive Committee may not: (a) amend or repeal the Articles of Incorporation or these Bylaws, or adopt new Bylaws; (b) approve any merger, consolidation, sale or lease of substantially all of the assets of the Corporation, dissolution, or distribution of assets; (c) elect Officers, Directors and Executive Committee members; (d) adopt or amend the Corporation's budget; (e) fix compensation of any Directors or Officers for serving on the Board or any committee; and (f) amend, repeal, or act contrary to any resolution or direction of the Board of Directors. The Executive Committee shall submit reports to the Board of Directors on any actions taken. Any member of the Executive Committee may call meetings of the Committee. Two days' written notice as to the time and place of meetings shall be given to each officer. Any officer may waive written notice of meetings in which case verbal notice shall suffice. A majority of the members of the Executive Committee present in person shall constitute a quorum permitting the transaction of business at such meetings. In the absence of a quorum, a meeting may adjourn until a quorum can be present.~~

~~Auditing~~^{RL23} ~~Committee. The Board of Directors shall, during each fiscal year, appoint an Auditing Committee of one or more members or a certified public accountant who shall audit or cause the accounts of the corporation to be audited at the close of that fiscal year and its report shall be presented at the following annual meeting.~~

~~Section 2. Nominating Committee.~~ Prior to the annual meeting, the President shall appoint a Nominating Committee, comprised of two or more members of the Board of Directors who are not officers, to nominate persons for the Board of Director positions. Nominations may also be made from the floor.

Section 32. Committees. The Board of Directors may from time to time and for terms as they may seem fit, appoint such other committees as deemed necessary to implement the purposes of the corporation. The Board may authorize committees to exercise any powers of the Board.

Article VII

Financial Affairs

Section 1. Fiscal Year. The fiscal year of the corporation shall commence on the first day of January and end on the thirty-first day of December of each year.

Section 2. Bank Accounts and Other Financial Holdings. The funds of the corporation shall be deposited in one or more banks or other financial institutions as designated by the Board of Directors. All documents to be executed by the corporation including deeds, mortgages, leases, promissory notes or other instruments, except checks, shall be executed by the Executive Director, President, ~~Treasurer~~^{TG241}, or Secretary on behalf of the corporation or by a board member delegated by a two-thirds majority vote of the board. Such delegation shall only be for the task specifically mentioned in the motion. All checks issued by the corporation shall be executed by either the Executive Director and an authorized Board member or any two authorized board members, except that any check issued in the amount of twenty-five hundred dollars (\$2,500) or less may be executed solely by the Executive Director, Treasurer, President or authorized board members as voted by the board.

Article VIII

Protection of Officers and Directors

Section 1. Limitation of Liability. No director shall be liable to this corporation except for his/her own acts, neglects and defaults in bad faith. No directors shall be liable out of his or her personal assets for any obligation or liability incurred by this corporation or by the directors. The corporation alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of this corporation.

Section 2. Indemnification. ~~Each~~^{RL25} ~~member of the Board of Directors and each officer of the corporation may, in the discretion of the other members of the Board of Directors, be indemnified by the corporation against all loss, costs, damage, expenses and charges reasonably incurred or suffered by him/her in connection with the defense or reasonable settlement of any action, suit or proceeding to which he/she may be made a party by reason of his having been a member of the Board of Directors.~~ The Corporation shall have the power to indemnify and, without formal action by the Directors or other persons, shall indemnify any Officer or Director, in respect of any and all matters or actions for which indemnification is permitted by the laws of the State of Maine, including, without limitation, liability for expenses incurred in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative. Indemnification under the preceding sentence with respect to persons other than Officers and Directors, such as members, employees, agents, or other persons acting for or on behalf of the Corporation may be made only upon the affirmative vote of the Board of Directors in specific instances. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, member, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as Director, Officer, employee, or agent of another

corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any of the above-stated capacities, or arising out of his/her/their status as such, whether or not the Corporation would have the power to indemnify such person.

Article IX

Transfer of Holdings

Section 1. Holdings. ~~Restricted~~^{RL26]} Conservation real estate holdings shall be those in which the corporation holds any permanently held easement, fee land, or other instrument intended to protect the natural qualities of said real estate. ~~Unrestricted-Non-conservation~~ real estate holdings shall be those parcels of real estate that are acquired for values other than conservation or protection of environmental qualities.

Section 2. Transfer of Holdings. No interest of the corporation in any ~~restricted~~conservation real estate holdings may be transferred, exchanged, encumbered or in any other way alienated unless authorized at a regular meeting of the board duly held at which a quorum is present by affirmative vote of two-thirds of the ~~board~~Directors represented at such meeting entitled to vote on the subject matter. The notice for any such meeting shall contain a description of the proposed transaction and the reasons therefore. Such ~~membership~~^{Board}~~Board~~^{RL27]} approval, however, shall not be required for the mortgaging, or sale of a portion of real estate in connection with its acquisition for the purpose of financing said transaction. Nor shall such ~~membership~~^{Board} approval be required for the transfer, exchange, encumbrance or other alienation of interests in the ~~unrestricted-non-conservation real estate holdings~~land held exclusively for investment purposes. ~~However, such~~^{RL28]} purchase, money financing and sales of a portion of any larger parcel acquired, and such alienation of interest in unrestricted land held exclusively for investment purposes shall require the affirmative vote of two-thirds of the total number of directors then in office. No such real estate, however, shall be transferred, exchanged, encumbered or in any other way alienated in such manner that it fails to meet the requirements of the Internal Revenue Code of 1954, as amended, and the regulation issued thereunder for a corporation qualifying as an exempt organization under the provisions of Section 501(c)(3) of said Code and regulations as they now exist or may hereafter be amended. For purposes of the provisions of this Article IX, any non-conservation real estate acquired by the corporation, whether by gift or purchase, shall be ~~held exclusively for investment purposes, treated as such~~ only if designated by the Board in writing at the time of acquisition.

Article X

Prohibition Against Personal Gain

No officer or director shall receive any pay, compensation or benefit from the corporation directly or indirectly, for performing such duties. No member of the corporation shall receive any pay, compensation or benefits from the corporation for being a member. This ~~b~~Bylaw shall not prohibit the reimbursement of incidental expenses necessarily incurred in the business of the corporation by any officer or director duly authorized and also shall not prohibit the employment of persons, including members, to perform duties for the corporation and receive compensation therefore, upon proper authorization by the Board of Directors. An ex officio Board member (e.g., the Executive Director) may be employed by the corporation while serving as a director.

Article XI

Dissolution

~~In [RL29] the event the corporation shall ever be dissolved, none of its assets shall inure to the benefit of any officer, director, or member. This Corporation is intended to exist in perpetuity, but in the event of dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for charitable and conservation purposes as shall then qualify as an exempt organization or organizations under Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to a state or local government for public purposes. Any corporation succeeding to title to property or interest in property of the Great Works Regional Land Trust shall be required to conform to those restrictions or limitations of use applicable thereto, and shall administer such properties in a manner compatible with the general purposes of the Great Works Regional Land Trust insofar as this may be accomplished. Such corporation must qualify under the terms of Section 501 (e) (3) of the Internal Revenue Code.~~

Article XII

Amendments

Amendments to these bylaws may be proposed and discussed at any regular or special meeting of the Board of Directors and must receive a 2/3 vote of all current Board members. Copies of such amendments must then be sent to all members of the corporation, with at least ~~one~~ ~~month~~ ~~ten~~ 30 days notice of a meeting of the corporation, at which the proposed amendment must receive a two-thirds vote of the members then present before becoming a part of the Bylaws.

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